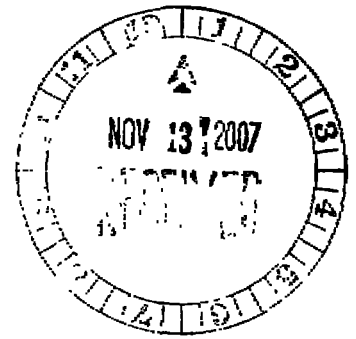


RECORDATION NO 22538-J FILED

NOV 13 '07

4-07 PM

SURFACE TRANSPORTATION BOARD



## FIRST UNION RAIL

One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

Tel 847.318.7575  
Fax 847.318.7588  
www.firstunionrail.com

VIA UPS 2<sup>nd</sup> DAY AIR

November 8, 2007

Mr. Vernon Williams  
Surface Transportation Board  
395 E Street, Suite 100  
Washington, DC 20024  
Attn: Recordation of Railroad Equipment

**Re: Memorandum of Lease Agreement**

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement, dated October 19, 2007, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 22538. The names and addresses of the parties to the enclosed document are:

Owner: ATEL Leasing Corporation  
600 California Street, 6<sup>th</sup> Floor  
San Francisco, California 94108

Lessee: Dakota, Missouri Valley & Western Railroad, Inc.  
3501 E. Rosser Avenue  
Bismarck, ND 58501

Lessor/Manager: First Union Rail Corporation  
One O'Hare Centre  
6250 River Road, Suite 5000  
Rosemont, IL 60018

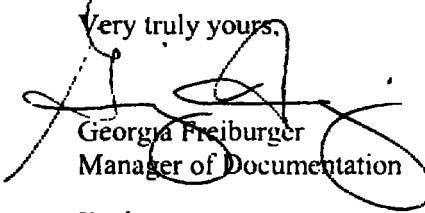
A description of the railroad equipment covered by the enclosed document is twenty five (25) 4750 cu. ft. covered hopper cars, with NOKL marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$35.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,

  
Georgia Freiburger  
Manager of Documentation

Enclosures

NOV 13 '07

4-07 PM

ASSGN. NO.: DMVW039

## MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 19<sup>th</sup> day of October, 2007, by and between First Union Rail Corporation, a North Carolina corporation. ("Lessor") as Lessor of Cars listed on Exhibit A in Group 1, and as Manager, acting in its capacity as independent contractor for ATEL Leasing Corporation ("ATEL"), Owner of Cars listed on Exhibit A in Group 2, and Dakota Valley & Western Railroad, Inc. ("Lessee").

**WITNESSETH:**

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of March 24, 1997, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 30 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of May 31, 2007 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

Lessor hereby assigns and transfers to ATEL all of its right, title and interest as Lessor in and to the Lease with respect to the ATEL Cars, excluding from such assignment only its rights as manager of the Lease with respect to the ATEL Cars in Group 2 under the Railcar Management Agreement between First Union Rail Corporation and ATEL Leasing Corporation.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

**LESSOR:**

FIRST UNION RAIL CORPORATION,  
as Lessor of Cars in Group 1, and as Manager for  
ATEL Leasing Corporation of Cars in Group 2

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR  
Title: VICE PRESIDENT SALES & MARKETINGBy: Susan GrakuskyName: SUSAN GRAKUSKYTitle: ASST. DIRECTOR OF DOCUMENTATIONExecuted on this 19<sup>th</sup> day of October, 2007

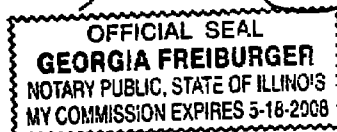
[CORPORATE SEAL]

STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State  
aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day  
and acknowledged his due execution of the foregoing Memorandum of Lease.


WITNESS my hand and official stamp or seal, this 19<sup>th</sup> day of October, 2007

My Commission Expires:

5-2008  
(Notary Public)

**LESSEE:**

DAKOTA, MISSOURI VALLEY & WESTERN  
RAILROAD, INC.

By:   
Name: Dennis Ming  
Title: VP

ATTEST:

By: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

Executed on this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

[CORPORATE SEAL]

STATE OF \_\_\_\_\_

COUNTY OF \_\_\_\_\_

I, \_\_\_\_\_, a Notary Public of the County and State  
aforesaid, certify that \_\_\_\_\_ personally appeared before me this day  
and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_.

\_\_\_\_\_  
Notary Public

Commission Expires:

\_\_\_\_\_  
(Notary Public)

**EXHIBIT A**  
**to**  
**MEMORANDUM OF LEASE**

- I.      NUMBER OF CARS:                      Twenty-five (25)
- II.     DESCRIPTION OF CARS:                Covered hopper cars, 4750 cu. ft., 268,000 lb. GRL, with gravity gates
- III.    CAR NUMBERS:                        Group 1 – First Union Rail Corporation, Lessor
- NOKL    821625  
NOKL    821692  
NOKL    821716  
NOKL    821727  
NOKL    822864  
NOKL    822874  
NOKL    822927  
NOKL    823637  
NOKL    824219  
NOKL    824257  
NOKL    824485  
NOKL    827938  
NOKL    828694  
NOKL    828776  
NOKL    829019  
NOKL    830248  
NOKL    830435  
NOKL    830557  
NOKL    830926  
NOKL    832083  
NOKL    832162  
NOKL    838010  
NOKL    838054  
NOKL    838060
- Group 2 – ATEL Leasing Corporation, Owner
- NOKL    834035